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August 6, 2002

RECORDATION NO. 13137-G FILED

AUG 6 '02 3-08 PM

SURFACE TRANSPORTATION BOARD

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FAX 202-585-6969
EMAIL ebrown@
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VIA HAND DELIVERY

Vernon A. Williams
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 700
Washington D.C. 20423

Re: Secondary Filing for Document No. 13137

Dear Mr. Williams:

We have enclosed one duly executed and acknowledged original and one certified copy of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Release of a primary document recorded under Recordation No. 13137, dated May 1, 1981 and all related documents. The name and address of the party to this Release is:

The Bank of New York (as successor in interest
to Mercantile-Safe Deposit and Trust Company)
Corporate Trust Division - 13th Floor
5 Penn Plaza
New York, New York 10001-1810

This Release relates to the 195 general purpose boxcars, more particularly described on Exhibit 1 attached hereto.

We have enclosed a check in the amount of \$30.00. Please return a recorded copy of this Release and stamped acknowledgment copy of this filing letter to my attention at the above address.

A short summary of the document to appear in the index follows:

Release of security interest in and to the 195 general purpose boxcars bearing lessee's identification numbers MEC 3500-35031, MEC 35033-35039, MEC 35041-35080, MEC 35082-35125, MEC 35127-35138 and MEC 35140-35199 (inclusive) (the "Railcars"), together with all other collateral related to the Railcars granted pursuant to that certain Conditional Sale Agreement, dated May 1, 1981, recorded with the Surface Transportation Board ("STB") on June 12, 1981 under recordation number 13137, as amended by Amendment Agreement dated as of June 12, 1981, recorded with the STB on July 6, 1981 under recordation number 13137-D, as such interest was assigned pursuant to that certain Assignment Agreement, dated as of May 1, 1981, recorded with the STB on June 12, 1981 under recordation number 13137-A.

Should you have any questions with the enclosed, or if you require further information, please feel free to contact me at (202) 585-6906.

Very truly yours,

Thompson Coburn LLP

A handwritten signature in black ink, appearing to read "Eileen P. Brown", written over the word "By".

By
Eileen P. Brown

Enclosures

cc: David Pratt

Exhibit 1

<u>Type and Specifications</u>	<u>Lessee's Identification Numbers</u>
10'6" 75-ton General Purpose Boxcars with 10' sliding doors and nailable steel flooring	MEC 35000 MEC 35001 MEC 35002 MEC 35003 MEC 35004 MEC 35005 MEC 35006 MEC 35007 MEC 35008 MEC 35009 MEC 35010 MEC 35011 MEC 35012 MEC 35013 MEC 35014 MEC 35015 MEC 35016 MEC 35017 MEC 35018 MEC 35019 MEC 35020 MEC 35021 MEC 35022 MEC 35023 MEC 35024 MEC 35025 MEC 35026 MEC 35027 MEC 35028 MEC 35029 MEC 35030 MEC 35031 MEC 35033 MEC 35034 MEC 35035 MEC 35036 MEC 35037 MEC 35038 MEC 35039 MEC 35041 MEC 35042 MEC 35043
Builder's Specifications: C-80-0506-1 5/6/80	
Builder's Plant: Renovo, Pennsylvania	

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RELEASE OF EQUIPMENT
CONDITIONAL SALE OF RAILROAD EQUIPMENT SURFACE TRANSPORTATION BOARD

The undersigned, THE BANK OF NEW YORK (as successor in interest to MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY), as agent (the "Agent") for a certain investor under a Participation Agreement, dated as of May 1, 1981, for good and valuable consideration, the receipt of which is acknowledged, hereby terminates and releases its security interest in and to the general purpose boxcars more particularly described on Exhibit A attached hereto (the "Railcars"), together with all other collateral related to the Railcars granted pursuant to that certain Conditional Sale Agreement, dated as of May 1, 1981 (the "CSA") and as amended by Amendment Agreement dated as of June 12, 1981 (the "Amendment"), between: (i) State Street Bank and Trust Company (successor in interest to The Connecticut Bank and Trust Company), not in its individual capacity, but solely as owner trustee under a Trust Agreement, dated as of May 1, 1981 for the benefit of the owner participant named therein, as Trustee, and (ii) Whitaker Corporation, Berwick Forge and Fabricating Division (the "Builder"), as Builder and Vendor, as such interest in the CSA was assigned by the Builder to the Agent under and pursuant to that certain Agreement and Assignment, dated as of May 1, 1981 (the "Assignment") between the Builder and the Agent. The CSA was recorded with the Surface Transportation Board (successor to the Interstate Commerce Commission) (the "STB") on June 12, 1981 under recordation number 13137, the Assignment was recorded with the STB on June 12, 1981 under recordation number 13137-A, and the Amendment was recorded with the STB on July 6, 1981 under recordation number 13137-D.

Dated as of this 31st day of July, 2002

THE BANK OF NEW YORK, as Agent


By: 
Name: **JAMES E. LOGAN**
Title: **VICE PRESIDENT**

STATE OF NEW YORK)
)ss:
COUNTY OF NEW YORK)

On this 31st day of July, 2002, before me, personally appeared **JAMES E. LOGAN**, to me personally known, who being by me duly sworn, says that (s)he is a **VICE PRESIDENT** of THE BANK OF NEW YORK, and that said instrument was signed on behalf of said corporation by the authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

My commission expires:



Notary Public

WILLIAM J. CASSELES
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 18, 2006

Exhibit A

<u>Type and Specifications</u>	<u>Lessee's Identification Numbers</u>
10'6" 75-ton General Purpose Boxcars with 10' sliding doors and nailable steel flooring	MEC 35000 MEC 35001 MEC 35002 MEC 35003 MEC 35004 MEC 35005 MEC 35006 MEC 35007 MEC 35008 MEC 35009 MEC 35010 MEC 35011 MEC 35012 MEC 35013 MEC 35014 MEC 35015 MEC 35016 MEC 35017 MEC 35018 MEC 35019 MEC 35020 MEC 35021 MEC 35022 MEC 35023 MEC 35024 MEC 35025 MEC 35026 MEC 35027 MEC 35028 MEC 35029 MEC 35030 MEC 35031 MEC 35033 MEC 35034 MEC 35035 MEC 35036 MEC 35037 MEC 35038 MEC 35039 MEC 35041 MEC 35042 MEC 35043
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